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LISTING STATEMENT No. 2244

LISTED AUGUST 24, 1966
 440,517 common shares without
 par value
 Ticker abbreviation "WBC"
 Dial ticker number 1428
 Post section 7.4

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

WESTERN BROADCASTING COMPANY LTD.

Incorporated by Memorandum and Articles of Association in pursuance of the
 Companies Act of British Columbia on November 1, 1965

COMMON SHARES WITHOUT NOMINAL OR PAR VALUE

(Transferable in Vancouver, Winnipeg and Toronto)

CAPITALIZATION AS AT JULY 15, 1966

SHARE CAPITAL

	AUTHORIZED	ISSUED AND OUTSTANDING	TO BE LISTED
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Common Shares without nominal or par value	550,000	440,517	440,517
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FUNDED DEBT

N I L

July 15, 1966

APPLICATION

1. Western Broadcasting Company Ltd. (hereinafter called the "Company") hereby makes application for the listing on the Toronto Stock Exchange of 440,517 of the authorized 550,000 Common Shares without nominal or par value in the capital of the Company, being the 440,517 which have been issued and are outstanding as fully-paid and non-assessable.

REFERENCE TO PROSPECTUS

2. Reference is hereby made to the attached Prospectus issued by the Company under date of June 15, 1966 with respect to the offering of 90,000 Common Shares without nominal or par value of the Company, a copy of which Prospectus is hereby incorporated in this application and made part hereof.

SHARES ISSUED DURING THE PAST TEN YEARS

3. On incorporation the capital of the Company was \$6,350,000 divided into 35,000 Class "A" Shares and 600,000 Class "B" Shares all of a par value of \$10.00 each. Since incorporation the Memorandum and Articles of Association of the Company have been amended on January 12, 1966, March 29, 1966 and April 26, 1966 whereby 85,000 unissued Class "B" Shares were cancelled, the special rights and restrictions attached to all of the Company's then issued and unissued Class "A" Shares and Class "B" Shares were amended and subsequently abrogated, the said Shares were converted from the par value of \$10.00 each to no par value and all of the Company's Class "A" Shares and Class "B" Shares without nominal or par value, both issued and unissued, were designated Common Shares.

Date of Issue	No. of Class "A" Shares Issued	No. of Class "B" Shares Issued	Amount Realized Per Share	Total Amount Realized	Purpose of Issue
March 24, 1966	5		\$10	\$ 50	Incorporators' shares
March 25, 1966	49,995	388,442	\$10	\$4,384,370	As consideration for the acquisition of all the issued and outstanding shares of Radio O B Ltd., Radio N W Ltd. and Saturna Properties Ltd.
March 31, 1966	2,075 Common		\$10	\$ 20,750	Issued for cash which cash was used to purchase 3,000 Class A Shares of Selkirk Holdings Limited.
	<hr/> 50,000	<hr/> 388,442		<hr/> \$4,405,170	
	PLUS 2,075 Common Shares				

DIVIDEND RECORD

4. The Company declared and paid an interim dividend of 10¢ per Common Share aggregating \$44,052.00 on May 31, 1966 to shareholders of record on that date.

LISTING ON OTHER STOCK EXCHANGES

5. The Securities of the Company will be listed on the Vancouver Stock Exchange.

STATUS UNDER SECURITIES ACT

6. The said 90,000 Common Shares without nominal or par value offered for sale by the above mentioned Prospectus were qualified for sale to the public through registered brokers in each of the Provinces of Canada except the Province of Newfoundland.

FISCAL YEAR

7. The fiscal year of the Company ends on March 31 in each year.

ANNUAL MEETING

8. The Articles of Association of the Company provide that the first Annual Meeting of the Company shall be held within 18 months from the date of incorporation and thereafter an Annual Meeting shall be held once in every calendar year, at such time (not being more than 15 months after the holding of the preceding Annual Meeting) and place as may be prescribed by the Directors. The Companies Act of the Province of British Columbia provides that the Annual Meeting must be held within the Province unless the written consent of the Registrar of Companies is obtained to hold the Annual Meeting outside the Province. The first Annual Meeting of Shareholders of the Company was held on June 8, 1966.

HEAD OFFICE AND OTHER OFFICES

9. The head office and registered office of the Company is located at the 15th Floor, 1030 West Georgia Street, Vancouver, British Columbia. The Company has no other offices.

TRANSFER AGENT AND REGISTRAR

10. Canada Permanent Trust Company at its principal transfer offices in Vancouver, Winnipeg and Toronto is the transfer agent and registrar for the Common Shares of the Company.

TRANSFER FEE

11. No fee is charged on the transfer of the Common Shares other than customary Government stock transfer taxes.

AUDITORS

12. The auditors of the Company are Messrs. Gunn, Roberts & Company, Chartered Accountants, 890 West Pender Street, Vancouver, British Columbia.

13.

DIRECTORS

Frank Armathwaite Griffiths	Chartered Accountant	565 Inglewood Avenue, West Vancouver, British Columbia
Walter Stewart Owen, Q.C.	Barrister & Solicitor	3850 Marguerite St., Vancouver, British Columbia
William James Hughes	Executive	751 Dansey Ave., Coquitlam, New Westminster, British Columbia
Denis William Harvie Creighton	Solicitor	955 Taylor Way, West Vancouver, British Columbia
John Joseph West	Investment Dealer	6650 Marine Crescent, Vancouver, British Columbia

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

This Prospectus is not, and under no circumstances is to be construed as, a public offering of these Common Shares for sale in the United States of America or in the territories or possessions thereof.

The Common Shares offered by this Prospectus are being purchased from shareholders of Western Broadcasting Company Ltd. and their sale will not represent financing by Western Broadcasting Company Ltd. Accordingly, no part of the proceeds of such sale will be received by Western Broadcasting Company Ltd.

Outstanding Shares

90,000 Common Shares
(without nominal or par value)

Western Broadcasting Company Ltd.

(Incorporated under the laws of the Province of British Columbia)

Transfer Agent and Registrar
Canada Permanent Trust Company, Vancouver, Winnipeg and Toronto.

The listing of these Common Shares on the Vancouver Stock Exchange has been approved subject to the filing of documents and evidence of satisfactory distribution to be furnished within 90 days of such approval.

We, as principals, offer these 90,000 Common Shares subject to prior sale and change in price if, as and when purchased and accepted by us and subject to the approval of all legal matters on behalf of the selling shareholders and of the Company by Messrs. Campney, Owen & Murphy, Vancouver, and on our behalf by Messrs. Douglas, Symes & Brissenden, Vancouver.

Price: \$12.875 per share

The right is reserved to reject any or all applications, and also in any case, to allocate a smaller number of shares than may be applied for. It is expected that definitive share certificates will be available for delivery on or about June 30, 1966.

Sale of Western Broadcasting Company Ltd. Common Shares by Selling Shareholders.

The outstanding share capital of Western Broadcasting Company Ltd. consists of 440,517 Common Shares without nominal or par value. Accordingly, the 90,000 Common Shares offered by this Prospectus comprise slightly in excess of 20% of the aggregate number of Common Shares which are outstanding. The Common Shares offered by this Prospectus are being purchased from shareholders of Western Broadcasting Company Ltd. and their sale will not constitute financing by Western Broadcasting Company Ltd. Accordingly, no part of the proceeds of such sale will be received by Western Broadcasting Company Ltd.

(LETTERHEAD)

WESTERN BROADCASTING COMPANY LTD.

June 15, 1966

WOOD GUNDY SECURITIES LIMITED,
675 West Hastings Street,
Vancouver, British Columbia.

Dear Sirs,

With reference to the proposed offering of 90,000 Common Shares of Western Broadcasting Company Ltd., we have pleasure in supplying the following information:

The Company

Western Broadcasting Company Ltd. (hereinafter sometimes called the "Company") was incorporated in November 1965 as a public company under the laws of the Province of British Columbia. The principal assets of the Company consist of all the outstanding shares of two subsidiaries: Radio NW Ltd. operating radio station CKNW, the dominant radio station in the Metropolitan Vancouver area; and Radio OB Ltd. operating radio station CJOB and CJOB-FM, the dominant radio station in Winnipeg. Through another wholly owned subsidiary, Saturna Properties Ltd., the Company has slightly in excess of a 15% interest in the outstanding common shares of British Columbia Television Broadcasting System Ltd. which holds the licence to operate and owns the principal private television station in British Columbia, CHAN-TV (Channel 8, Vancouver). The latter company, through a wholly owned subsidiary CHEK-TV Ltd., holds the licence to operate and owns television station CHEK-TV (Channel 6, Victoria). The Company also owns approximately 2% of the outstanding common shares of Standard Radio Limited and has other marketable investments of lesser importance.

The principal shareholders of the Company acquired the voting shares of Radio NW Ltd. in March 1956. Radio OB Ltd. was incorporated on July 12, 1961 by the principal shareholders of the Company and it purchased the assets of radio station CJOB and CJOB-FM in July 1961. The investment in British Columbia Television Broadcasting System Ltd. was acquired in June 1963 by Saturna Properties Ltd., formed for that purpose by the shareholder group controlling Radio NW Ltd.

The revenues of the radio stations are principally derived from the sale of advertising time to local and national advertisers. It is normal in the industry for such advertising to be sold in advance for varying periods ranging up to 12 months. The radio stations' sales are derived in approximate equal amounts from local and national advertisers.

The radio stations maintain an aggressive sales force consisting of 11 persons in Vancouver and 7 persons in Winnipeg actively selling advertising time in their respective markets. Both CKNW and CJOB are represented in Toronto and Montreal by Standard Broadcast Sales Ltd. and in New York and Chicago and other leading cities in the United States by Canadian Standard Broadcast Sales Inc.

Radio NW Ltd.

Radio NW Ltd., a wholly owned subsidiary of the Company, holds the licence to operate and owns radio station CKNW serving Metropolitan Vancouver. The station has been in operation since August 1944 when it was originally licensed as a local-service 250 watt outlet. It subsequently progressed through a series of power increases and frequency changes until it now transmits on a regional channel of 980 kilocycles with a maximum allowable power output of 50,000 watts. The transmitter location is on land

held under a 20-year lease expiring in 1984, with the option to purchase, in the Municipality of Surrey, some twenty miles east of downtown Vancouver. The 50,000 watt transmitter installation was put into operation in April 1965 at a cost of some \$300,000 and includes a 10,000 watt standby transmitter and an automatic diesel power generator for power during failure of regular power service. For emergency use, a third transmitter with its own power generator is maintained on a site owned in New Westminster.

The main office and studios are located in leased premises in New Westminster. The transmitting facilities are among the most modern in Canada and are maintained in first-class condition through constant programmed service and replacement.

The station operates on a 24-hour, seven days a week basis with a programme policy consisting of widely accepted standards of music, authoritative news reporting and special attention to information services. According to audience surveys conducted by the Bureau of Broadcast Measurement, a non-profit association formed by advertisers, advertising agencies and broadcasters in Canada to conduct impartial measurements of radio and television audiences, the station has for nearly eight years maintained the largest radio audience in British Columbia. This position has been achieved largely by means of the advantageous use of qualified air personalities and a steady, consistent programme policy.

Many programme innovations and other services have assisted the station in maintaining its leading position. It was one of the first stations in North America to introduce telephone participation programmes. As a leader in news service, the station was the first in the area to introduce mobile radio-equipped news cruisers, aircraft traffic reports and half-hourly news reports. It is the only radio station in western Canada to maintain, on a continuing basis, reporters in the parliamentary press galleries in both Ottawa and Victoria.

In addition the station has made extensive use of other media to advertise its call letters, publicize its dial position and make its personalities well-known to the public.

The latest Bureau of Broadcast Measurement survey of February 1966 showed that the station for the third successive survey passed the mark of two million hours of listening per week (2,298,400 hours). This survey shows that CKNW is the most listened to Canadian radio station west of Toronto. There are seven other AM stations in the Vancouver area competing for the available audience and this survey also shows that CKNW reaches 144,500 different households weekly which is nearly 40% more households than its nearest competitor in British Columbia and each week CKNW reaches 119,400 different households or 47% of the households in Metropolitan Vancouver compared with 79,900 households reached by its nearest competitor. Due to the recent improved signal provided by the new 50,000 watt transmitter, the audience outside the Metropolitan Vancouver area has increased substantially, particularly in areas on Vancouver Island and in the Fraser Valley.

The station employs some sixty-five persons and, through close attention to good staff relations, well qualified and experienced people are attracted and retained.

Radio OB Ltd.

Radio OB Ltd., the second wholly owned subsidiary of the Company, holds the licence to operate and owns radio station CJOB and CJOB-FM, Winnipeg, Manitoba. Radio station CJOB has been in operation since March 1946 when it was originally licensed as a local-service 250 watt outlet. It now operates with 10,000 watts day-time (2,500 watts night-time) on 680 kilocycles. CJOB-FM went on the air in 1948 and was one of the first FM stations licensed in Canada. It was the first station in western Canada to program its FM station independently of its AM operation.

The transmitter is located on a site owned by the company, some nine miles from downtown Winnipeg, from which the transmissions of the AM and FM stations emanate. Two 10,000 watt AM transmitters, one a stand-by, are located there together with an emergency stand-by power unit. The FM transmitter operates with a power of 310,000 watts on a frequency of 97.5 megacycles with full stereo and multiplexing facilities.

The main offices and studios of the station are located in leased premises in the city of Winnipeg. The technical and broadcasting facilities are maintained in first class condition through programmed service and replacement.

Radio station CJOB operates on a 24-hour, seven days a week basis with a widely accepted broadcasting approach. The station has been under the same management as CKNW since 1961, and similar operational techniques have been employed since that time.

The station has been recognized as a leader in both radio and community service in Winnipeg. A complete news service is maintained through the use of trained newsmen in the station and in mobile news cruisers; the station also takes a leading role in many community activities. CJOB-FM is programmed with country, western and ethnic music for a major portion of the day.

The latest Bureau of Broadcast Measurement survey of February 1966 showed that the station had 1,356,500 hours of listening per week. This survey shows that CJOB is the most listened to Winnipeg radio station. There are five other AM stations in Winnipeg competing for the available audience and this survey also showed that CJOB reaches 68,000 different households or 50% of the households in Winnipeg each week which is 30% more than its nearest competitor and has more hours of listening per week than its next two competitors combined.

Approximately fifty persons are employed by the station and, through sound personnel practice, well qualified people have been attracted and retained in all aspects of the station's operations.

Investment in British Columbia Television Broadcasting System Ltd.

The Company, through its wholly owned subsidiary Saturna Properties Ltd., owns 132,394 (of the 914,685 issued) class "A" non-voting common shares of no par value and 137,390 (of the 857,395 issued) class "B" voting common shares of no par value representing slightly in excess of a 15% interest in the common share equity of British Columbia Television Broadcasting System Ltd., (hereinafter sometimes referred to as "BC-TV"). In addition Saturna Properties Ltd. owns 12,586 (of the 104,685 issued) 6% Cumulative Redeemable Preferred Shares of the par value of \$10 each in BC-TV.

Pursuant to the pre-emptive rights attaching to the shares of BC-TV, Saturna Properties Ltd. on June 7, 1966 acquired the right to purchase its proportionate amount of the shares of BC-TV held by another shareholder and which were offered for sale by such shareholder. The number of shares of BC-TV which Saturna Properties Ltd. is entitled to purchase thereunder is 10,563 class "A" shares, 12,544 class "B" shares and 838 Preferred shares and the aggregate price thereof is \$77,701. Saturna Properties Ltd. has 30 days from June 7, 1966 in which to exercise its said right to purchase. No action has been undertaken by Saturna Properties Ltd. towards the exercise of such right.

CHAN-TV, Vancouver, the CTV network member in British Columbia, commenced telecasting in November 1960 and operates on 164,000 watts video and 81,000 watts audio transmission. CHEK-TV, Victoria, the CBC-TV network outlet for Victoria, commenced telecasting in December 1956 and presently operates on 100,000 watts video and 50,000 watts audio transmission. The signals from the two stations provide excellent coverage of the lower mainland area of British Columbia including Metropolitan Vancouver and lower Vancouver Island including Victoria. Coverage is extended to the Fraser Valley and upper Vancouver Island by rebroadcasting. In the Vancouver/Victoria area competition for the viewing audience is very strong due in part to community television antenna installations which allow the first class reception of seven stations. CHAN-TV and CHEK-TV presently hold the number three and four audience positions respectively for the majority of time periods and on a combined basis, the number two position.

The two stations hold licences in good standing issued by the Department of Transport, Canada under the Broadcasting Act for their respective television operations. The stations maintain at all times the strict standards regarding programme content and broadcasting operations as set out in the Radio (TV) Broadcasting Regulations under the Broadcasting Act.

According to the TV Bureau, a non-profit sales organization supported by Canadian Television Stations and is an associate member of the Canadian Association of Broadcasters, television revenues in Canada have been growing at an average of some 12% annually. This rate of growth is expected to continue with the advent of colour television in Canada in which CHAN-TV and CHEK-TV will be participating. The current operations of BC-TV are continuing on a satisfactory basis.

To date no dividends have been received from the investment in BC-TV. Dividends have been accruing on the Preferred Shares since December 1, 1965 but pursuant to the terms of a trust indenture are not payable until certain conditions have been met. It is expected that payments will commence in 1967.

The Radio Broadcasting Industry

An increase in radio listening has been evident in Canada in the past seven years. The increase in the use of transistor radios and in out-of-home locations such as cars has contributed to the increase in the use of radio. Statistics released by the Radio Sales Bureau, an association of radio stations and radio station representatives designed to further radio sales and radio advertising in Canada, indicate that in Canada 96% of all households have one or more home radios, with an average of 2.8 receivers (all types)

for every radio household. Approximately 57% of passenger cars have radios and 75% of all new cars are radio equipped at the time of sale. Radio stations CKNW and CJOB, recognizing these important facts, have concentrated on keeping audiences well informed with a broad variety of service information, including reports on road, skiing and boating conditions and other information for out-of-home listeners.

The Radio Sales Bureau reports that since 1961 total advertising expenditures in Canada have been growing at an approximate rate of 5% compounded annually while total radio advertising expenditure growth has been at an approximate rate of 9% compounded annually.

Record of Growth

Calendar Year	Total Advertising Expenditures in Canada (all media) (000)	Total Radio Advertising Expenditures in Canada (000)	Year ended March 31,	Total Combined Revenue of CKNW, CJOB and CJOB-FM (000)
1961	\$559,502	\$49,828	1962	\$1,870 (Note)
1962	588,011	53,756	1963	2,365
1963	613,588	59,127	1964	2,383
1964	644,663	65,200	1965	2,523
1965	685,000 (est.)	68,600 (est.)	1966	2,835

Sources: Radio Sales Bureau and the Company.

Note: CJOB and CJOB-FM revenue for eight months only.

Management and Employees

A large part of the success of the radio operations can be attributed to the continuity of capable management. The four top executives of CKNW have each been with the station for more than 10 years and two of them for 20 years, including the manager who has held his present position for 12 years. At CJOB two of the top executives are original staff members and the manager has been in his present position for 7 years. The average age of the senior management of both radio stations is just under 40 years.

The radio stations operate profit-sharing plans, group insurance plans, wage continuation protection plans, and attractive retirement plans which have aided in attracting and retaining good employees and have assisted in maintaining excellent employer-employee relationships.

Radio Broadcast Regulation

Radio NW Ltd. and Radio OB Ltd. hold licences in good standing issued by the Department of Transport, Canada under the Broadcasting Act for their respective radio station operations.

Licences are issued by the Department of Transport on the recommendation of the Board of Broadcast Governors for periods ranging from one year to five years. Upon expiry of a licence, application must be made to the Board of Broadcast Governors for a new licence. The 5-year licences held by the radio stations expire on March 31, 1967 and accordingly prior to such date applications will be made for new licences for the three radio stations, and there is no indication that the new licences will not be granted.

All applicants seeking to establish a new radio station must clearly demonstrate and establish a public need for a new or an additional radio station in the area where it proposes to be located before the Board of Broadcast Governors recommends the application for a radio licence.

Strict standards regarding programme content and broadcasting operations as set out in the Radio (TV) Broadcasting regulations under the Broadcasting Act must be adhered to by radio stations and failure to maintain such standards could result in cancellation of a licence. The radio stations operated by Radio NW Ltd. and Radio OB Ltd. have at all times maintained such standards.

Capitalization

The capitalization of the Company, as shown in the accompanying Consolidated Balance Sheet of the Company and its subsidiaries at March 31, 1966, is as follows:

CAPITAL STOCK	Authorized	Issued and Outstanding
Common Shares, without nominal or par value	550,000 shares	440,517 shares

Earnings

The following report with respect to the combined earnings of the Company and its wholly owned subsidiaries has been furnished by the Company's auditors:

Western Broadcasting Company Ltd. and Subsidiary Companies (Note 1)

Statement of Combined Earnings

Year Ended March 31	Net Sales	Earnings before adding Income from Investments and deducting Depreciation, Interest on Long Term Debt and on Shareholders' Advances and Income Taxes	Income from Investments	Depreciation (Note 2)	Interest on Long Term Debt and on Shareholders' Advances (Note 3)	Income Taxes (Note 4 and 5)	Net Earnings
1957	\$1,002,632	\$311,205	\$ 937	\$ 21,945	—	\$132,055	\$158,142
1958	1,081,409	336,413	1,339	19,916	—	147,627	170,209
1959	1,238,629	411,125	5,238	27,087	—	179,949	209,327
1960	1,440,515	489,297	3,950	20,717	—	233,692	238,838
1961	1,361,730	372,350	8,026	16,950	—	174,408	189,018
1962	1,869,515	494,081	5,278	56,328	\$36,652	210,593	195,786
1963	2,365,055	609,298	6,216	98,684	55,752	207,701	253,377
1964	2,382,886	622,690	7,602	68,841	50,515	215,592	295,344 (Note 5)
1965	2,523,156	624,426	5,636	122,675	49,095	154,386	303,906 (Note 5)
1966	2,834,620	766,282	7,856	107,607	50,720	207,500	408,311 (Note 5)

NOTES:

- 1 The above statement combines earnings of Western Broadcasting Company Ltd. and all its subsidiary companies as follows:—
Radio NW Ltd. for the ten years ended March 31, 1966;
Radio OB Ltd. from incorporation on July 12, 1961 to March 31, 1966;
Saturna Properties Ltd. from incorporation on May 16, 1963 to March 31, 1966; and
Western Broadcasting Company Ltd. from incorporation on November 1, 1965 to March 31, 1966.
- 2 During the period under review neither Western Broadcasting Company Ltd., nor Saturna Properties Ltd. derived significant net earnings.
- 3 Depreciation of fixed assets has been recorded at the maximum amounts allowable under the Income Tax Act of Canada and its regulations.
- 4 Interest on Shareholders' Advances amounted to: 1962—\$11,960; 1963—\$18,039; 1964—\$19,340; 1965—\$18,290 and 1966—\$17,940. These Shareholders' Advances were purchased by Western Broadcasting Company Ltd. on March 25, 1966 and consolidated earnings subsequent to that date will be relieved of this expense but income taxes will be increased accordingly.
- 5 Income taxes have been adjusted where necessary to actual amounts paid on the basis of assessment notices issued by the respective taxing authorities for the years for which such notices were received. Radio NW Ltd. and Radio OB Ltd. have been assessed for the fiscal years up to and including March 31, 1963 and 1964 respectively. Saturna Properties Ltd. has not been assessed for any period since its incorporation as no operations have been carried on by it. For the years in respect of which no notices of assessment have been received, no material adjustment is expected to occur on assessment.
- 6 No amortization of rights, other intangibles and goodwill has been charged against income but a subsidiary has recorded in its accounts the reduced amounts payable for income taxes which resulted from claiming at normal rates capital cost allowance on certain rights. As a result, income taxes have been reduced and the net earnings increased by \$90,000 in 1966, \$65,000 in 1965 and \$28,000 in 1964. Such subsidiary may follow a similar practice for the fiscal year ending March 31, 1967 which would reduce income taxes for that year by an amount estimated at \$50,000. No further income tax reductions on the basis of the capital cost allowances applicable to such rights would then be available in subsequent years.

Auditors' Report

To THE DIRECTORS,
Western Broadcasting Company Ltd.

We have examined the above statement of combined earnings of Western Broadcasting Company Ltd. and subsidiary companies for the periods set out in Note 1 to the statement. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion the statement of combined earnings, with the notes thereto, presents fairly the combined earnings of the companies for the periods set out in Note 1 to the statement, in accordance with generally accepted accounting principles, applied on a consistent basis throughout the period.

Vancouver, Canada
June 15, 1966

(Signed) GUNN, ROBERTS AND CO.
Chartered Accountants

Current Operations

The general outlook for revenue in 1966 is good. Both CKNW and CJOB report substantial increases in their forward bookings for the Spring and Summer of 1966 compared to the similar period of 1965.

Common Share Dividends

An interim dividend of 10 cents per Common Share was declared and paid on May 31, 1966 to shareholders of record on that date.

The Directors of the Company have expressed the intention, subject to the factors usually considered at the time of declaration of dividends, to declare and pay cash dividends on the Common Shares on a quarterly basis at the rate of 60 cents per share per annum. Accordingly it is the intention of the Directors, subject to such factors, to declare the first regular quarterly dividend of 15 cents per Common Share payable on September 30, 1966 to shareholders of record on August 31, 1966.

Yours very truly,
(Signed) WILLIAM J. HUGHES
Executive Vice-President.

Western Broadcasting Company Ltd.
and Subsidiary Companies

Consolidated Balance Sheet
March 31, 1966 (Note 1)

Assets			
CURRENT ASSETS			
Accounts receivable, after allowance of \$2,903 for doubtful accounts..		\$ 427,366	
Prepaid expenses.....		<u>32,112</u>	<u>\$ 459,478</u>
INVESTMENTS			
Marketable securities in broadcasting and publishing companies, at cost (quoted market value \$414,210).....		290,350	
Minority interest in British Columbia Television Broadcasting System Ltd. (Note 1).....		557,514	
Advance receivable.....		15,000	862,864
FIXED ASSETS			
Land, at cost.....		62,798	
Buildings and equipment, at cost less accumulated depreciation of \$700,392.....		<u>342,558</u>	<u>405,356</u>
RIGHTS, OTHER INTANGIBLES AND GOODWILL, AT COST (Note 2).....			
EXCESS OF COST OF SHARES OF SUBSIDIARY COMPANIES OVER BOOK VALUE OF UNDERLYING ASSETS OF SUCH SUBSIDIARY COMPANIES AT DATE OF ACQUISITION			
		2,904,731	
ORGANIZATION EXPENSE, AT COST.....			
		3,200	
		<u><u>\$5,285,660</u></u>	
Liabilities			
CURRENT LIABILITIES			
Bank overdraft and advances (secured), including instalments due within one year on Bank Loans (Note 3).....		\$ 274,025	
Accounts payable and accrued expenses.....		171,491	
Dividend payable (Note 4).....		40,333	
Income taxes payable (Note 5).....		104,572	
Contract payable (Note 6).....		17,956	\$ 608,377
BANK LOANS (SECURED) (Note 3).....			
Less instalments due within one year, included in current liabilities....		436,113	
		<u>164,000</u>	<u>272,113</u>
SHAREHOLDERS' EQUITY (Note 7)			
Capital Stock			
Authorized—550,000 Common Shares without nominal or par value			
Issued— 440,517 Common Shares			4,405,170
			<u><u>\$5,285,660</u></u>

APPROVED ON BEHALF OF THE BOARD:

(Signed) F. A. GRIFFITHS, Director

(Signed) J. J. WEST, Director

*The Notes to the Consolidated Balance Sheet and Report of the Company's Auditors
herein appearing shall be read as an integral part hereof.*

Western Broadcasting Company Ltd.
and Subsidiary Companies

Notes to Consolidated Balance Sheet
March 31, 1966

1. Western Broadcasting Company Ltd. was incorporated on November 1, 1965 and on March 25, 1966 acquired all the issued and outstanding shares of Radio NW Ltd., Radio OB Ltd. and Saturna Properties Ltd. in consideration of the allotment and issue of 438,442 of its shares (see Note 7) on the basis of \$10 per share. The assets of the subsidiaries are carried into the consolidated accounts at historical cost with the exception of Saturna Properties Ltd., the only asset of which is the investment in British Columbia Television Broadcasting System Ltd. consisting of 132,394 or about 14.5% of the outstanding class "A" non-voting common shares of no par value, 137,390 or about 16.0% of the outstanding class "B" voting common shares of no par value and 12,586 or about 12.0% of the outstanding 6% Cumulative Redeemable Preferred Shares of the par value of \$10 each of such company. This investment is stated at \$557,514 being the purchase price on the acquisition of the subsidiary. As a result of the terms of acquisition of the subsidiaries Western Broadcasting Company Ltd. received no benefit from the operations of the subsidiaries until April 1, 1966, and accordingly there are no retained earnings reflected in the consolidated balance sheet at March 31, 1966.
2. Rights, other Intangibles and Goodwill have not been amortized in the accounts and the Company may continue to follow this policy. Capital cost allowance amounting to \$375,360 has been claimed for income tax purposes in respect of certain rights and \$80,434 remains to be claimed for income tax purposes in future years. The balance represents sundry intangibles and an amount paid by Radio OB Ltd. on the acquisition of that company's assets and undertaking in 1961 which was not allocated in the accounts to rights or net tangible assets.
3. The Bank Loans of \$436,113 are payable by subsidiaries in full on demand from the bank and carry interest at the rate of 6% per annum but are subject to arrangements providing for repayment by instalments aggregating \$164,000 per annum. The bank holds the following security for its advances and Bank Loans: (i) registered assignments of book debts; (ii) hypothecation of marketable securities; and (iii) a fixed and specific charge on the fixed assets (except those fixed assets mentioned in Note 6 hereto), and a floating charge on the other assets of Radio NW Ltd. and Radio OB Ltd. Subsequent to the Balance Sheet date the security covered in (iii) above has been released and replaced by the hypothecation of all the outstanding shares of Radio NW Ltd., Radio OB Ltd. and Saturna Properties Ltd., together with hypothecation of the shares owned in British Columbia Television Broadcasting System Ltd.
4. The dividend payable is a liability to the former shareholders of one of the subsidiaries.
5. It is the practice of one of the subsidiaries to record in its accounts the reduced amounts payable for income taxes which result from claiming at normal rates capital cost allowance on certain rights while no amortization thereof is charged to income. Such reductions aggregate approximately \$183,000 at March 31, 1966.
6. The contract payable is secured by a fixed and specific charge on F.M. broadcasting equipment.
7. Since the incorporation of the Company its Memorandum and Articles of Association have been amended on various dates whereby the special rights and restrictions attached to all of the Company's issued and unissued Class A shares and Class B shares were amended and subsequently abrogated and the shares were converted from shares with the par value of \$10 each to shares without nominal or par value and redesignated as Common Shares. Of the 440,517 Common Shares outstanding at March 31, 1966 (converted and redesignated as above), 438,442 were issued as consideration for the acquisition of subsidiaries as set out in Note 1 hereto, and 2,075 were issued for cash, which cash was used for the acquisition of marketable securities.
8. An interim dividend of 10 cents per Common Share, aggregating \$44,052, was declared and paid on May 31, 1966 to shareholders of record on that date.
9. Contingent liabilities at March 31, 1966 were as follows: (i) guarantee of an indemnity bond in the amount of \$50,000. The guaranteee has been released subsequent to Balance Sheet date; (ii) endorsement of notes aggregating \$4,262; and (iii) guarantee of a \$69,384 indebtedness of another broadcasting corporation.
10. Subsequent to the Balance Sheet date Saturna Properties Ltd. has acquired the right, under the articles of association of British Columbia Television Broadcasting System Ltd. ("BC-TV"), to purchase from another shareholder of BC-TV 10,563 class "A" shares, 12,544 class "B" shares and 838 6% Preferred shares of BC-TV at an aggregate price of \$77,701. No action has been taken towards the exercise of such right.

Auditors' Report

TO THE DIRECTORS,
Western Broadcasting Company Ltd.

We have examined the consolidated balance sheet of Western Broadcasting Company Ltd. and subsidiary companies as at March 31, 1966. Our examination included a general review of the accounting procedures and such tests of the accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, the accompanying consolidated balance sheet, with the notes thereto, presents fairly the financial position of the companies as at March 31, 1966, in accordance with generally accepted accounting principles.

Vancouver, Canada
June 15, 1966

(Signed) GUNN, ROBERTS AND CO.
Chartered Accountants

Statutory Information

(a) The full name of the Company is Western Broadcasting Company Ltd. (hereinafter referred to as the "Company"). The registered office and head office of the Company is situated at 15th Floor, 1030 West Georgia Street, Vancouver, British Columbia.

(b) The Company was incorporated by Memorandum and Articles of Association in pursuance of the Companies Act of British Columbia on November 1, 1965.

(c) Since the incorporation of the Company its Memorandum and Articles of Association have been amended on January 12, 1966, March 29, 1966 and April 26, 1966 whereby the special rights and restrictions attached to all of the Company's issued and unissued Class A Shares and Class B Shares were amended and subsequently abrogated, the said Shares converted from the par value of \$10 each to no par value and all of the Company's Class A Shares and Class B Shares without nominal or par value, both issued and unissued, were designated Common Shares.

(d) The general nature of the business actually transacted by the Company through wholly owned subsidiaries is radio and television broadcasting. The Company, through its wholly owned subsidiary Radio NW Ltd. operates radio station CKNW serving Metropolitan Vancouver, through its wholly owned subsidiary Radio OB Ltd. operates radio station CJOB and CJOB-FM in Winnipeg, Manitoba and through its wholly owned subsidiary Saturna Properties Ltd. has a minority interest in British Columbia Television Broadcasting System Ltd. which operates CHAN-TV (Channel 8, Vancouver). The latter company, through a wholly owned subsidiary CHEK-TV Ltd., operates CHEK-TV (Channel 6, Victoria).

(e) The full names, present occupations and home addresses of the Directors and Officers of the Company are as follows:

Directors

FRANK ARMATHWAITE GRIFFITHS.....	Chartered Accountant.....	565 Inglewood Avenue, West Vancouver, British Columbia
WALTER STEWART OWEN, Q.C.....	Barrister & Solicitor	3850 Marguerite Street, Vancouver, British Columbia
WILLIAM JAMES HUGHES.....	Executive	751 Dansey Avenue, Coquitlam, New Westminster, British Columbia
DENIS WILLIAM HARVIE CREIGHTON.....	Solicitor.....	955 Taylor Way, West Vancouver, British Columbia
JOHN JOSEPH WEST	Investment Dealer	6650 Marine Crescent, Vancouver, British Columbia

Officers

FRANK ARMATHWAITE GRIFFITHS.....	President.....	565 Inglewood Avenue, West Vancouver, British Columbia
WILLIAM JAMES HUGHES.....	Executive Vice-President.....	751 Dansey Avenue, Coquitlam, New Westminster, British Columbia
WALTER STEWART OWEN, Q.C.....	Vice-President.....	3850 Marguerite Street, Vancouver, British Columbia
GEORGE NELDON COOPER.....	Vice-President, Sales.....	1468 West 47th Avenue, Vancouver, British Columbia
RODERICK McLAREN MACLENNAN	Vice-President,..... Winnipeg Manager	80 Thatcher Drive, Winnipeg, Manitoba
DENIS WILLIAM HARVIE CREIGHTON.....	Secretary	955 Taylor Way, West Vancouver, British Columbia

(f) The Auditors of the Company are Gunn, Roberts and Co., Chartered Accountants, 890 West Pender Street, Vancouver, British Columbia.

(g) The Registrar and Transfer Agent for the Company's Common Shares without nominal or par value is Canada Permanent Trust Company at 455 Granville Street, Vancouver, British Columbia, 283 Portage Avenue, Winnipeg, Manitoba and 253 Bay Street, Toronto, Ontario.

(h) The Company is authorized to issue 550,000 Common Shares without nominal or par value, and the capital of the Company shall, with respect to those shares, be at least equal to the aggregate amount paid to the Company on or for such of those shares as are issued together with such amounts as may from time to time be added by ordinary resolution to such capital. The issued capital of the Company is made up as follows:

440,517 Common Shares (all fully paid-up).....	\$4,405,170.
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(i) The only shares which the Company is authorized to issue are Common Shares and the holders of the Common Shares of the Company are entitled to notice of and to be present or represented by proxy and vote at all general meetings of the Company. On a show of hands every such holder present in person shall have one vote. On a poll every such holder present in person or by proxy shall have one vote for each Common Share held.

(j) There are no bonds or debentures or other securities of the Company outstanding, issued or proposed to be issued that rank or will rank ahead of the securities offered by this Prospectus except that the Company through its wholly owned subsidiaries borrows monies from its bankers in the ordinary course of business and security has been given by the Company and/or its wholly owned subsidiaries to such bankers as set out in the balance sheet referred to in Paragraph (k) below; the additional amounts to be borrowed and the security to be given therefor are not now known.

(k) Except for the borrowings from bankers referred to in paragraph (j) above no substantial indebtedness not shown on the consolidated balance sheet of the Company and subsidiary companies as at March 31, 1966 as contained in this Prospectus is proposed or intended to be created or assumed by the Company.

(l) There are no securities of the Company in respect of which options have been or are proposed to be given by the Company.

(m) The number of securities offered by this Prospectus is 90,000 Common Shares without nominal or par value.

(n) The price to the public of the 90,000 Common Shares offered by this Prospectus is as stated on the face of this Prospectus to which reference is hereby made and is payable against delivery of certificates for the said Common Shares in definitive form on or about June 30, 1966. There is no issue price by the Company as the said Common Shares are not being offered by the Company and their sale does not represent new financing by the Company.

(o) As stated in Paragraph (n) above the securities offered by this Prospectus are not being offered by the Company but form part of the securities previously issued to shareholders of the Company as described in Paragraph (y) hereof.

(p) and (q) As the securities offered by this Prospectus are not being sold by or for the Company no funds will be raised for the Company's purposes through the sale thereof.

(r) As the securities offered by this Prospectus are not being sold by or for the Company no funds will be raised for the Company's purposes through the sale thereof. No minimum amount, in the opinion of the Directors, must be raised by the issue of the securities offered by this Prospectus.

(s) By an agreement comprised in an offer dated June 15, 1966 made by Wood Gundy Securities Limited to Inglewood Investments Ltd. (25% of the voting shares of which are beneficially owned by Frank Armathwaite Griffiths, a Director of the Company), Linbrilar Management Company Limited (51% of the voting shares of which are beneficially owned by William James Hughes, a Director of the Company), Como Investments Ltd. (50% of the voting shares of which are beneficially owned by Walter Stewart Owen, a Director of the Company), Harold Leon Davis, Erman Norbert Fiorillo, George Neldon Cooper and Walter Stewart Owen, (hereinafter collectively referred to as "the selling shareholders") and a joint and several acceptance by the selling shareholders under the same date, the said Wood Gundy Securities

Limited agreed to purchase the 90,000 Common Shares without nominal or par value offered by this Prospectus at a price of \$12.15 per share, such price to be paid in cash to the selling shareholders against delivery of the said Common Shares on or about June 30, 1966, the whole upon and subject to the terms and conditions set forth in the said agreement. The price at which the said 90,000 Common Shares will be offered to the public is as set forth on the face of this Prospectus.

The number of Common Shares owned by the selling shareholders at the date of this Prospectus, the number of Common Shares expected to be sold by such selling shareholders and the number of Common Shares expected to be held after the completion of the sale pursuant to the agreement hereinabove referred to, are set out as follows:

Name of selling shareholder	Common Shares held prior to sale	Common Shares expected to be sold	Common Shares expected to be held after sale	Percentage of Shares Outstanding
Inglewood Investments Ltd.....	271,562	29,591	241,971	54.93%
Linbrilar Management Company Ltd.	31,430	3,426	28,004	6.36%
Como Investments Ltd.....	19,731	2,150	17,581	3.99%
Harold Leon Davis.....	4,111	448	3,663	.83%
Erman Norbert Fiorillo.....	4,111	448	3,663	.83%
George Neldon Cooper.....	4,932	537	4,395	1.00%
Walter Stewart Owen.....	104,640	53,400	51,240	11.63%
Total.....	<u>440,517</u>	<u>90,000</u>	<u>350,517</u>	<u>79.57%</u>

(t) The Articles of Association of the Company provide for the remuneration of Directors of the Company as follows:

"80. The directors shall be repaid such reasonable travelling, hotel and other expenses as they may incur in and about the business of the Company and, if any director shall be required to perform extra services, or should otherwise be specially or professionally occupied about the Company's business, he shall be entitled to receive a remuneration to be fixed by the board, or at the option of such director, by the Company in general meeting, and such remuneration may be either in addition to or in substitution for any other remuneration he may be entitled to receive and the same shall be charged as part of the ordinary business expenses of the Company."

(u) The Company has not completed a fiscal year. The Directors and Officers of the Company have not received any remuneration from the Company since the date of its incorporation but the Officers of the Company as officers of the Company's wholly owned subsidiaries entitled to receive remuneration in excess of \$10,000 in each year, were paid for their services in the fiscal year ending March 31, 1966 remuneration aggregating \$108,309.

(v) It is estimated that the Directors of the Company as such will not receive any remuneration during the fiscal year ending March 31, 1967 and the estimate of the aggregate remuneration that will be paid during the current fiscal year ending March 31, 1967 to the Officers of the Company as officers of the Company's wholly owned subsidiaries entitled to receive remuneration in excess of \$10,000 in each year is \$120,000.

(w) No amount has been paid within the two years preceding the date of this Prospectus, or is now payable by the Company, for commission on subscriptions or agreements for subscriptions for shares or obligations of the Company.

(x) The preliminary expenses incurred in the formation or incorporation of the Company and in the commencement of its business were \$3,200 in the aggregate.

(y) There is no property purchased or to be purchased by the Company, the purchase price of which is to be paid wholly or partially from the proceeds of the sale of the securities offered by this Prospectus or the purchase price of which has been paid during the immediately preceding two years or the purchase price of which is to be paid wholly or partially in securities of the Company or the acquisition of which is not complete other than property purchased or to be purchased by the Company during the ordinary course

of operations, or on the general credit of the Company other than (i) 102 Common Shares being all the issued and outstanding shares in the capital of Radio NW Ltd. for which the vendors thereof received the aggregate number of 37,156 Class A Shares and 263,323 Class B Shares of the Company; (ii) 1,000 Common Shares being all the issued and outstanding shares in the capital of Radio OB Ltd. together with certain advances from shareholders of such company aggregating \$299,000 for which the vendors thereof received the aggregate number of 12,844 Class A Shares and 69,368 Class B Shares of the Company; and (iii) 86 Common Shares being all the issued and outstanding shares in the capital of Saturna Properties Ltd. together with certain advances from shareholders of such company aggregating \$185,604 for which the vendors thereof received the aggregate number of 55,751 Class B Shares of the Company.

All the above-mentioned purchases took place on March 25, 1966 and resulted in the allotment and issue as aforesaid of 50,000 fully paid-up and non-assessable Class A Shares of the Company on the basis of \$10 per share and 388,442 fully paid-up and non-assessable Class B Shares of the Company on the basis of \$10 per share. The said aggregate purchase price of 50,000 Class A Shares and 388,442 Class B Shares (now represented by 438,442 Common Shares) included an aggregate amount of \$2,904,731 representing the excess of cost of shares of Radio NW Ltd. and Radio OB Ltd. over the book value of the underlying assets of such companies at March 25, 1966.

The names and addresses and the respective amounts paid to each vendor of the above described property in securities of the Company are as set out in column (1), (2) and (3) below and the number of shares in the capital of the Company as presently constituted represented thereby are as set out in column (4) below:

Name and Address (1)	Class A Shares (2)	Class B Shares (3)	Common Shares (4)
MURO INVESTMENTS LTD. 1030 West Georgia Street, Vancouver, B.C.	6,913	87,355	94,268
INGLEWOOD INVESTMENTS LTD. 924 West Hastings Street, Vancouver, B.C.	33,816	235,671	269,487
LINBRILAR MANAGEMENT COMPANY LIMITED..... 751 Dansey Avenue, Coquitlam, New Westminster, B.C.	4,133	27,297	31,430
COMO INVESTMENTS LTD. 1030 West Georgia Street, Vancouver, B.C.	3,083	16,648	19,731
HAROLD LEON DAVIS..... c/o 227 Columbia Street, New Westminster, B.C.	642	3,469	4,111
ERMAN NORBERT FIORILLO..... c/o 227 Columbia Street, New Westminster, B.C.	642	3,469	4,111
GEORGE NELDON COOPER..... 1468 West 47th Avenue, Vancouver, B.C.	771	4,161	4,932
WALTER STEWART OWEN, Q.C. 3850 Marguerite Street, Vancouver, B.C.	—	10,372	10,372
	<u>50,000</u>	<u>388,442</u>	<u>438,442</u>

On May 5, 1966 the said Walter Stewart Owen purchased from Muro Investments Ltd. the 94,268 Common Shares of the Company above referred to.

On March 31, 1966 the Company purchased 3,000 Class A Shares of Selkirk Holdings Limited owned by Inglewood Investments Ltd. for the sum of \$20,750 which was the proceeds of the allotment and issue of 2,075 fully paid-up and non-assessable Common Shares of the Company on the basis of \$10 per share.

Pursuant to the pre-emptive rights attaching to the shares of British Columbia Television Broadcasting System Ltd., Saturna Properties Ltd. on June 7, 1966 acquired the right to purchase its proportionate amount of the shares of British Columbia Broadcasting System Ltd. held by another shareholder and which were offered for sale by such shareholder. The number of shares which Saturna Prop-

erties Ltd. is entitled to purchase thereunder is 10,563 class "A" shares, 12,544 class "B" shares and 838 Preferred Shares of British Columbia Broadcasting System Ltd. and the aggregate price thereof is \$77,701. Saturna Properties Ltd. has 30 days from June 7, 1966 in which to exercise its said right to purchase. No action has been taken by Saturna Properties Ltd. towards the exercise of such right.

(z) No securities have been issued in the immediately preceding two years as fully paid-up otherwise than by cash other than the 50,000 Class A Shares, the 388,442 Class B Shares and the 2,075 Common Shares of the Company referred to in Paragraph (y) hereof which are now represented by the 440,517 outstanding Common Shares of the Company.

(aa) No obligations are offered by this Prospectus.

(bb) No services have been rendered or are to be rendered to the Company which have been or are to be paid for wholly or partially with securities or with the proceeds of sale of securities of the Company.

(cc) No amount has been paid since the date of incorporation of the Company or is intended to be paid to any promoter.

(dd) No material contracts have been entered into by the Company within the two years preceding the date of this Prospectus other than in the ordinary course of business and other than: (i) an agreement dated December 30, 1965 between Muro Investments Ltd., Inglewood Investments Ltd. and Linbrilar Management Company Limited and the Company; (ii) an agreement dated December 30, 1965 between Inglewood Investments Ltd., Linbrilar Management Company Limited and Walter Stewart Owen and the Company, and (iii) an agreement dated December 30, 1965 between Linbrilar Management Company Limited, Inglewood Investments Ltd., Como Investments Ltd., Harold Leon Davis, Erman Norbert Fiorillo and George Neldon Cooper and the Company, as supplemented by an agreement dated March 25, 1966 between the same parties. All these agreements relate to the purchase of property referred to in Paragraph (y) above.

Copies of the said agreements may be inspected at the office of the Company's Solicitors, Messrs. Campney, Owen & Murphy, 15th Floor, 1030 West Georgia Street, Vancouver, 5, British Columbia and at the office of Counsel for the Underwriters, Messrs. Douglas, Symes & Brissenden, 16th Floor, 409 Granville Street, Vancouver, British Columbia during ordinary business hours while the securities offered by this Prospectus are in the course of primary distribution and for 30 days thereafter.

(ee) The particulars of the interest, direct or indirect, of each director of the Company in the promotion of the Company or in other property acquired by the Company during the immediately preceding two years is as follows: (i) Frank Armathwaite Griffiths is the beneficial owner of a 25% interest in the issued shares of Inglewood Investments Ltd; (ii) William James Hughes is the beneficial owner of a 51% interest in the issued voting shares of Linbrilar Management Company Limited; and (iii) Walter Stewart Owen, Q.C. is the beneficial owner of 50% of the issued voting shares of Muro Investments Ltd. and Como Investments Ltd. and was the beneficial owner of 18.6% of the Common Shares of Saturna Properties Ltd.

The said Inglewood Investments Ltd., Linbrilar Management Company Limited, Muro Investments Ltd., Como Investments Ltd., and Walter Stewart Owen Q.C. were, inter alia, vendors of properties set out in Paragraph (y) hereof.

(ff) The Company has carried on business since December 30, 1965.

(gg) The Company does not intend to acquire, nor has it acquired, either directly or by the acquisition of shares or otherwise, a business that has been carried on for less than three years, other than its acquisition of all the issued and outstanding common shares of Saturna Properties Ltd. which was incorporated in pursuance of the Companies Act of British Columbia on May 16, 1963.

(hh) Inglewood Investments Ltd., 924 West Hastings Street, Vancouver, B.C., by reason of beneficial ownership of Common Shares of the Company is in a position to elect or cause to be elected a majority of the Directors of the Company. Inglewood Investments Ltd. is controlled by Frank Armathwaite Griffiths (a Director of the Company), Emily Gertrude Griffiths, Olive Thelma Crighton and Isabel Wilma Maddin. There are no other persons who by reason of beneficial ownership of securities of the Company or by written agreement are able or entitled to elect or cause to be elected a majority of the Directors of the Company.

(ii) No shares of the Company are to the knowledge of the undersigned held in escrow.

(jj) An interim dividend of 10 cents per Common Share, aggregating \$44,052, was declared and paid on May 31, 1966 to shareholders of record on that date.

(kk) There are no other material facts not disclosed in the foregoing. Reference is made to the attached letter from William J. Hughes, Executive Vice-President of the Company, which forms part of this Prospectus.

Vancouver, British Columbia
June 15, 1966.

The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of the securities referred to above as required by Part VII of The Securities Act, 1962 (British Columbia), Part IX of The Securities Act, 1955 (Alberta), section 43 of The Securities Act (Saskatchewan), section 39 of The Securities Act (Ontario), section 13 of The Securities Act (New Brunswick) and under the Quebec Securities Act, and there is no further material information applicable other than in the financial statement or report where required or exigible.

Directors

(Signed) F. A. GRIFFITHS

(Signed) J. J. WEST

(Signed) W. S. OWEN
by his agent
F. A. GRIFFITHS

(Signed) W. J. HUGHES
by his agent
F. A. GRIFFITHS

(Signed) D. W. H. CREIGHTON
by his agent
F. A. GRIFFITHS

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of the securities referred to above, as required by Part VII of The Securities Act, 1962 (British Columbia), Part IX of The Securities Act, 1955 (Alberta), section 43 of The Securities Act (Saskatchewan), section 39 of The Securities Act (Ontario), section 13 of The Securities Act (New Brunswick) and under the Quebec Securities Act, and there is no further material information applicable other than in the financial statement or report where required or exigible. In respect of matters which are not within our knowledge we have relied upon the accuracy and adequacy of the foregoing.

Underwriter

WOOD GUNDY SECURITIES LIMITED
by (Signed) H. W. TINGLEY

The following includes the name of every person having an interest either directly or indirectly to the extent of not less than 5% in the capital of Wood Gundy Securities Limited: C. L. Gundy, W. P. Scott, W. P. Wilder, J. N. Cole, E. H. Ely, E. S. Johnston, D. B. Dingle, J. K. McCausland and D. Ross.

14.

OFFICERS

Frank Armathwaite Griffiths	President	565 Inglewood Avenue, West Vancouver, British Columbia
William James Hughes	Executive Vice-President	751 Dansey Ave., Coquitlam, New Westminster, British Columbia
Walter Stewart Owen, Q.C.	Vice-President	3850 Marguerite Street, Vancouver, British Columbia
George Neldon Cooper	Vice-President, Sales	1468 West 47th Avenue, Vancouver, British Columbia
Roderick McLaren MacLennan	Vice-President	80 Thatcher Drive, Winnipeg, Manitoba
Denis William Harvie Creighton	Secretary	955 Taylor Way, West Vancouver, British Columbia

CERTIFICATE

15. Pursuant to a resolution duly passed by its Board of Directors, Western Broadcasting Company Ltd. hereby applies for listing of the above mentioned securities on the Toronto Stock Exchange, and the undersigned officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

WESTERN BROADCASTING COMPANY LTD.

Per "F. A. GRIFFITHS",
President



Per "WILLIAM J. HUGHES",
Vice-President

CERTIFICATE OF UNDERWRITERS

16. To the best of our knowledge, information and belief, all of the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

WOOD GUNDY SECURITIES LIMITED

Per "H. W. TINGLEY"

STATEMENT SHOWING NUMBER OF SHAREHOLDERS
DISTRIBUTION OF CAPITAL STOCK AS OF AUGUST 5th, 1966

NUMBER	SHARES
178 Holders of 1 — 99 share lots	7,786
182 " " 100 — 199 " "	19,525
60 " " 200 — 299 " "	12,275
23 " " 300 — 399 " "	7,105
6 " " 400 — 499 " "	2,425
19 " " 500 — 999 " "	10,435
22 " " 1000 — up " "	380,966
<u>490</u>	<u>TOTAL</u>
	<u>440,517</u>

